

WC 07-94

Arent Fox
ATTORNEYS AT LAW

44-388 1 10-10-07

Jeffrey E. Rummel
202.715.8479 DIRECT
202.857.6395 FAX
rummel.jeffrey@arentfox.com

May 2, 2007

HAND DELIVERED

FCC/MELLON

MAY 02 2007

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau – CPD – 214 Appls.
P. O. Box 358145
Pittsburgh, PA 15251-5145

Re: Joint Application of InfraSource Services, Inc., Transferor, Sunesys, LLC,
Licensee, Sunesys of Virginia, Inc., Licensee and Quanta Services, Inc.,
Transferee

For Grant of Authority Pursuant to Section 214 of the Communications Act of
1934, **as** amended, and Section **63.04** of the Commission's Rules to Complete a
Transfer of Ultimate Control of Sunesys, LLC and Sunesys of Virginia, Inc.,
Authorized Domestic Section 214 Carriers, to Quanta Services, Inc.

WC Docket No. _____

Dear Ms. Dortch:

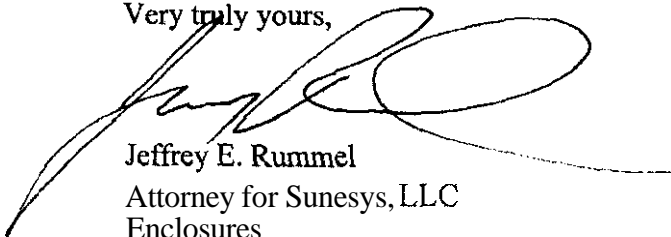
Transmitted herewith **are an** original and six (6) copies of **the** above-referenced Joint
Application.

Also enclosed is a completed Fee Remittance Form **159** and a check in **the** amount of \$965.00 to
cover the filing fee required for this Joint Application.

An additional copy of this **filing** is also enclosed, to be date-stamped and returned with the
courier that is **submitting** this filing.

Should any questions arise **with** respect to this matter, please communicate directly with this
office.

Very truly yours,



Jeffrey E. Rummel
Attorney for Sunesys, LLC
Enclosures

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page 1 of 4

1) LOCKBOX # 358145			
SECTION A - PAYER INFORMATION			
2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Irent Fox LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00	
4) STREET ADDRESS LINE NO. 1 1050 Connecticut Ave., NW			
5) STREET ADDRESS LINE NO. 2			
6) CITY Nashington		(7) STATE DC	(8) ZIP CODE 20036
9) DAYTIME TELEPHONE NUMBER (include area code) 202-715-8479		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
11) PAYER (FRN) 0005012497			
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
13) APPLICANT NAME nfraSource Services: Inc.			
14) STREET ADDRESS LINE NO. 1 1100 West Sixth Street, suite 300			
15) STREET ADDRESS LINE NO. 2			
16) CITY Media		(17) STATE PA	(18) ZIP CODE 19063
19) DAYTIME TELEPHONE NUMBER (include area code) (610) 480-8050		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
21) APPLICANT (FRN) 0016324675			
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$965.00	(27A) TOTAL FEE \$965.00		
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE		
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>Jeffrey Trumme</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>Jeffrey Trumme</u>		DATE <u>5/2/2007</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE _____		DATE _____	

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003 (REVISED)

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)
Page No. 2 of 4

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

Sunesys, LLC

(14) STREET ADDRESS LINE NO. 1

202 Titus Avenue

(15) STREET ADDRESS LINE NO. 2

(16) CITY
Warrington

(17) STATE
PA

(18) ZIP CODE
18976

(19) DAYTIME TELEPHONE NUMBER (include area code)
(267) 927-2029

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)
0016325029

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	
(28C) FCC CODE 1	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	
(28D) FCC CODE 1	(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)

Page No 3 of 4

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB- ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME

Sunesys of Virginia, Inc.

(14) STREET ADDRESS LINE NO. 1

202 Titus Avenue

(15) STREET ADDRESS LINE NO. 2

(16) CITY

Warrington

(17) STATE

PA

(18) ZIP CODE

18976

(19) DAYTIME TELEPHONE NUMBER (include area code)

(267) 927-2029

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)

0016325037

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE

(25A) QUANTITY

(26A) FEE DUE FOR (PTC)

(27A) TOTAL FEE

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

(28B) FCC CODE 1

(29B) FCC CODE 2

(23C) CALL SIGN/OTHER ID

(24C) PAYMENT TYPE CODE

(25C) QUANTITY

(26C) FEE DUE FOR (PTC)

(27C) TOTAL FEE

(28C) FCC CODE 1

(29C) FCC CODE 2

(23D) CALL SIGN/OTHER ID

(24D) PAYMENT TYPE CODE

(25D) QUANTITY

(26D) FEE DUE FOR (PTC)

(27D) TOTAL FEE

(28D) FCC CODE 1

(29D) FCC CODE 2

(23E) CALL SIGN/OTHER ID

(24E) PAYMENT TYPE CODE

(25E) QUANTITY

(26E) FEE DUE FOR (PTC)

(27E) TOTAL FEE

(28E) FCC CODE 1

(29E) FCC CODE 2

(23F) CALL SIGN/OTHER ID

(24F) PAYMENT TYPE CODE

(25F) QUANTITY

(26F) FEE DUE FOR (PTC)

(27F) TOTAL FEE

(28F) FCC CODE 1

(29F) FCC CODE 2

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)

Page No 4 of 4

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME

Quanta Services, Inc.

(14) STREET ADDRESS LINE NO. 1

1360 Port Oak Blvd., Suite 2100

(15) STREET ADDRESS LINE NO. 1

(16) CITY

Houston

(17) STATE

TX

(18) ZIP CODE

77056

(19) DAYTIME TELEPHONE NUMBER (include area code)

(713) 629-7600

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)

0016324709

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE

(25A) QUANTITY

(26A) FEE DUE FOR (PTC)

(27A) TOTAL FEE

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

(28B) FCC CODE 1

(29B) FCC CODE 2

(26C) FEE DUE FOR (PTC)

(27C) TOTAL FEE

(28C) FCC CODE 1

(29C) FCC CODE 2

(23D) CALL SIGN/OTHER ID

(24D) PAYMENT TYPE CODE

(25D) QUANTITY

(26D) FEE DUE FOR (PTC)

(27D) TOTAL FEE

(28D) FCC CODE 1

(29D) FCC CODE 2

(23E) CALL SIGN/OTHER ID

(24E) PAYMENT TYPE CODE

(25E) QUANTITY

(26E) FEE DUE FOR (PTC)

(27E) TOTAL FEE

(28E) FCC CODE 1

(29E) FCC CODE 2

(23F) CALL SIGN/OTHER ID

(24F) PAYMENT TYPE CODE

(25F) QUANTITY

(26F) FEE DUE FOR (PTC)

(27F) TOTAL FEE

(28F) FCC CODE 1

(29F) FCC CODE 2

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of the Joint Application of)	
)	
InfraSource Services, Inc. , Transferor)	
Sunesys, LLC , Licensee)	
Sunesys of Virginia, Inc. , Licensee)	
)	
and)	WC Docket No. _____
)	
Quanta Services, Inc. , Transferee)	
)	
For Grant of Authority Pursuant to)	
Section 214 of the Communications Act)	
of 1934, as amended, and Section 63.04)	
of the Commission's Rules to Complete)	
a Transfer of Ultimate Control of)	
Sunesys, LLC and Sunesys of Virginia,)	
Inc., Authorized Domestic Section 214)	
Carriers, to Quanta Services, Inc.)	

JOINT APPLICATION
(STREAMLINED PROCESSING REQUESTED)

By this Joint Application, and pursuant to Section 214 of the Communications Act of 1934, as amended, 47 **U.S.C. § 214**, and Section 63.04 of the Federal Communications Commission ("Commission") Rules, 47 C.F.R. **§ 63.04**, authority is hereby requested for the transfer of ultimate control of Sunesys, LLC ("Sunesys") and Sunesys of Virginia, Inc. ("Sunesys VA").¹ **As** set forth herein, currently both Sunesys and Sunesys VA **are** wholly owned subsidiaries of InfraSource Incorporated ("InfraSource"), whose ultimate corporate parent is InfraSource Services, Inc. ("IFS"), a publicly held corporation. Upon Commission approval of **this** Joint Application and completion of all aspects of the proposed transaction, and **as** described below, Quanta MS Acquisition, Inc. ("Merger Sub"), a wholly owned subsidiary of Quanta

¹ Sunesys and Sunesys VA may sometimes be referred to herein collectively as the "Licensees"

Services, Inc. (“Quanta”), will merge with and ~~into IFS~~, resulting in IFS becoming a wholly owned subsidiary of ~~Quanta~~, and ~~Quanta~~ becoming the new ultimate corporate parent of both Sunesys and Sunesys VA. Accordingly, the proposed transaction will result in the transfer of control of Sunesys and Sunesys VA as holders of ~~blanket~~ domestic Section ~~214~~ authorizations. Sunesys, Sunesys, VA, IFS and Quanta will be referred to collectively herein as the “Parties” or “Applicants”. In support of ~~this~~ Joint Application, the Parties state as follows.

I. INFORMATION REQUIRED BY SECTION 63.04

Applicants submit the following information in response to the requirements in Section 63.04(a)(1)(12) of the Commission’s Rules, ~~47 C.F.R~~§63.04(a)(1)-(12):

Section 63.04(a)(1) – Name, address and telephone number of each applicant

Transferor:

InfraSource Services, Inc.
100 West Sixth Street, Suite 300
Media, Pennsylvania 19063
Tel: (610) 480-8050
FRN: 0016324675

Licensee (Sunesys):

Sunesys, LLC
202 Titus Avenue
Warrington, Pennsylvania 18976
Tel: (267) 927-2029
FRN: 0016325029

Licensee (Sunesys VA):

Sunesys of Virginia, Inc.
202 Titus Avenue
Warrington, Pennsylvania 18976
Tel: (267) 927-2029
FRN: 0016325037

Transferee:

Quanta Services, Inc.
1360 Post ~~Oak~~ Blvd., Suite 2100
Houston, TX 77056
(713) 629-7600
FRN: 0016324709

Section 63.04(a)(2) - The government, state, or territory under the laws of which each corporate or partnership applicant is organized

Transferor:

InfraSource Services, Inc. is a Delaware Corporation.

Licensee (Sunesys):

Sunesys, LLC is a Delaware Limited Liability Company.

Licensee (Sunesys VA):

Sunesys of Virginia, Inc. is a Virginia Corporation.

Transferee:

Quanta Services, Inc. is a Delaware Corporation.

Section 63.04(a)(3) - The name, title, post office address, and telephone number of the officer or contact point, such as legal counsel, to whom correspondence concerning the application is to be addressed

Transferor. Licensee (Sunesys) and Licensee (Sunesys, LLC):

Jeffrey E. Rummel, Esquire
Arent Fox LLP
1050 Connecticut Avenue, NW
Washington, DC 20036
Phone: (202) 715-8479
Fax: (202) 857-6395
nunmelj@entfox.com

and

Deborah C. Lofton
Senior Vice President, General Counsel & Secretary
InfraSource Services, Inc.
100 West Sixth Street
Suite 300
Media, Pennsylvania 19063
(610) 480-8050 -phone
(610) 480-8097 • fax
debbie.loRon@infrilsourceinc.com

Transferee:

Phil Marchesiello, Esq.
Akin Gump Strauss Hauer & Feld LLP
1333 New Hampshire Avenue, NW
Washington, DC 20009
Phone: (202) 887-4348
Fax: (202) 955-7611
pmarchesiello@aking.com

and

~~Tana~~ Pool
Vice President and General Counsel
Quanta Services, Inc.
1360 Post Oak Blvd.
Suite 2100
Houston, Texas 77056-3023
Phone: (713) 985-6412
Fax: (713) 629-7639
tpool@quantaservices.com

Section 63.04(a)(4) - The name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten (10) percent of the equity of the applicant, and the percentage of equity owned by each of those entities (to the nearest one (1) percent)

Transferor:

The following entities own 10% or more of the equity of InfraSource Services, Inc.:

FMR Corp.
82 Devonshire Street
Boston, MA 02109

As of the date of this filing, **FMR Corp.**, a mutual fund firm, serving individual and institutional clients, is **the** beneficial owner of 13.997% of IFS's outstanding common stock.

Licensee (Sunesys):

Sunesys, LLC is a single-member Delaware Limited Liability Company whose sole member is its immediate parent InfraSource Incorporated.

InfraSource Incorporated is a Delaware corporation with its principal place of business located at 100 West Sixth Street, Suite 300, Media, Pennsylvania 19063. InfraSource is one of the largest specialty contractors serving utility transmission and distribution infrastructure in **the** United States.

InfraSource Services, Inc. (the Transferee) owns 100% of the equity of InfraSource Incorporated.

Licensee (Sunesys VA):

Sunesys of Virginia, Inc. is a Virginia corporation. **As** set forth above, **Sunesys, LLC** is a single-member Delaware Limited Liability Company whose address is 202 Titus Avenue Warrington, Pennsylvania 18976. Sunesys, LLC's primary business is the provision of telecommunications and related services. The ownership of Sunesys, LLC is set forth immediately above.

Transferee:

The following entities **own** 10% or more of the equity of Quanta Services, Inc.:

FMR Corp.
82 Devonshire Street
Boston, MA 02109

As of March 30, 2007, FMR Corp., a mutual fund firm, serving individual and institutional clients, is the beneficial owner of 14.91% of Quanta's outstanding common stock.

Section 63.04(a)(5) - Certification pursuant to 551.2001 through 1.2003 of this chapter that no party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 USC §853

Applicants certify that they ~~are~~ not is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of **1988**.

Section 63.04(a)(6) - A description of the transaction

Pursuant to an Agreement And Plan Of Merger (“Agreement”) dated as of March **18,2007**, entered into among Quanta, Quanta MS Acquisition, Inc. (“Merger Sub”) and IFS, ultimate control of Sunesys and Sunesys VA is proposed to be transferred as follows:

- Merger Sub, a wholly- a wholly owned subsidiary of Quanta, and a Delaware corporation, will merge with and into IFS (the “Merger”). As a result of the Merger, the separate corporate existence of Merger Sub will cease and IFS will be the surviving corporation and continue its existence under the **same** name and pursuant to the **same** authority that it currently holds under the laws of the State of Delaware.
- Upon consummation of the transaction, the directors and officers of Merger Sub will become the directors and officers of IFS, subject to applicable succession, resignation and removal provisions.
- Upon consummation of the transaction, 100% of the stock of **IFS** will be owned by **Quanta,**² resulting in both InfraSource, Sunesys and Sunesys VA becoming wholly owned subsidiaries of Quanta. Organizational charts reflecting the corporate ownership structure relevant to Sunesys and Sunesys VA, both before and after closing of the transaction, are attached hereto **as** Exhibit 1.
- This all-stock transaction is valued at **\$1.26** billion **based** on Quanta’s closing stock price on March **16,2007**. Upon closing, on a fully diluted basis, Quanta and InfraSource stockholders **are** expected to own in the aggregate approximately **75%** and **25%**, respectively, of the combined company. Based on **2006** results, the combined company would have revenues of over **\$3.1** billion and adjusted EBITDA of over **\$270** million. The transaction is expected to be accretive to Quanta’s earnings per share in **2008**.

² The various steps pursuant to which all of the stock of IFS will be owned by Quanta include, but are not limited to:
i) the receipt by IFS stockholders of 1.223 shares of Quanta common stock for each outstanding common share of IFS they own at closing; (ii) the cancellation of the capital stock of IFS.

Section 63.04(a)(7) - A description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area

Transferor, Licensee (Sunesys), Licensee (Sunesys VA):

Sunesys is currently authorized to provide state-wide competitive telecommunications services and private line services in the States of California, Delaware, the District of Columbia, Florida, Georgia, Illinois, Maryland, New Jersey, New York, North Carolina, Ohio and Pennsylvania.

Sunesys currently provides service in California, Georgia, Maryland, New Jersey and Pennsylvania, consisting of the leasing of dedicated fiber optic facilities constructed and owned by Company to large commercial users and governmental entities, and the provision of managed metropolitan Ethernet network services, over fiber optic facilities constructed and owned by the Company, to school and library systems? Sunesys VA is authorized to provide competitive telecommunications services in the Commonwealth of Virginia. Other than Sunesys and Sunesys VA, neither IFS, nor any other affiliate of IFS, offers domestic telecommunications services.

Transferee:

Neither ~~Quanta~~, nor any affiliate of Quanta, offers domestic telecommunications services.

³ An application to provide service in the State of Arizona is currently pending before the State Corporation Commission.

Section 63.04(a)(8) - A statement as to how the application fits into one or more of the presumptive streamlined categories in this section or why it is otherwise appropriate for streamlined treatment

Applicants respectfully submit that ~~this~~ Application is eligible for streamlined processing pursuant to Section 63.03 of the Commission's Rules, 47 C.F.R. § 63.03 because, immediately following the transaction, (1) Applicants and ~~their~~ affiliates, as defined in Section 3(1) of the Communications Act ("Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transaction) ~~and~~; (3) none of the Applicants is dominant with respect to any service.

Section 63.04(a)(9) - Identification of all other Commission applications related to the same transaction

In connection with this transaction, ~~an~~ application is being filed with the Commission requesting Commission consent to the transfer of control of MJ Electric, LLC, a wholly-owned subsidiary of IFS, in connection with the following Private Mobile Radio Service licenses: KA47044, KA47970, KA90853, KL6651, KNDC583, KQ2395, KQ4912, KRJ219, KVA771, WFR747, WFR796, WFT609, WFX992, WNJD626, WNJF200, WNYF821, WNYL467, WPAC279, WPAG262, WPD1486, WPDT528, WPEW512, WPUW395, WQET801, WYZ823, WZA584, WZC871, WZL894 (File No. Not Yet Assigned). No ~~other~~ applications ~~are~~ being filed with the Commission ~~with~~ respect to ~~this~~ transaction.

Section 63.04(a)(10) - A statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure

The Applicants do not request special consideration because no party to the transaction is facing imminent business failure.

Section 63.04(a)(11) - Identification of any separately filed waiver requests being sought in conjunction with the transaction

The Applicants do not seek any waivers in conjunction with this transaction.

Section 63.04(a)(11) - A statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets

The Applicants respectfully submit that the proposed transaction is in the public interest and should be approved by the Commission for the following reasons:

- The **only** change to the Licensees will be to their ultimate ownership and control and the transfer of control will be transparent to customers and will not have **any** adverse impact on them. Upon consummation of the transactions contemplated by the Agreement, the Licensees will continue to operate under its same name and operating authorities **as** at present. The proposed transfer of control involves no disruption, impairment, or other change in the entity providing service to customers, the facilities used **to** provide such services, or the rates, terms and conditions of such service. All existing tariffs will remain in place.
- The corporate management and officers of the Licensees **will** be unchanged **as a** result of the Merger. Similarly, the principal corporate officers of the Licensees will remain unchanged. The Licensees' current management team responsible for day-to-day operations is expected to remain essentially the **same!** The proposed transaction will not have an adverse effect on non-management employees of the Licensees and no staff reductions are presently contemplated. In addition, the contact points for customers and PUC inquiries will remain the same after the transfer of control.
- The Merger will supplement the operational capabilities of the Licensees by making the experience and resources of Quanta available to them. **Quanta** is a leading provider of

⁴Although in the future there may be changes to the principal officers and the current management team responsible for its day-to-day operations, it is impossible to predict at this time when or what those changes might be.

specialized contracting services, delivering end-to-end network solutions for the electric power, gas, telecommunications and cable television industries. The company's comprehensive services include designing, installing, repairing and maintaining network infrastructure nationwide. Further, Quanta's customer relationships extend over multiple end markets, and include electric power, **gas**, telecommunications and cable television companies, **as well as** commercial, industrial and governmental entities. Quanta's experience in such diverse industries provides important knowledge and expertise **concerning** the issues facing recently restructured industries **currently** undergoing transitions to competition. Accordingly, the combined company will have **the** ability to provide customers expanded infrastructure offerings **from** design and engineering, to installation and maintenance, to **energized** services and emergency restoration. In addition, the combination of Quanta and IFS is expected to result in meaningful cost and operational synergy opportunities, including the integration of project and **asset** management functions, improved resource utilization, and procurement and administrative cost savings.

- Consummation of the transaction will enhance Licensees' financial stability and access to capital. Quanta believes it **is** the largest contractor serving the transmission and distribution sector of the North American electric utility industry, and Quanta's consolidated revenues for the year ended December **31,2006** were approximately **\$2.13** billion. As of December **31,2006**, Quanta had **\$383.7** million in cash and cash equivalents on its balance sheet, nearly **\$160** million available on its \$300 million revolving credit facility, and no significant amounts of debt maturing until October **2008**. Accordingly, Quanta's strong liquidity position provides it with the flexibility to enable Licensees to capitalize on new business and **growth** opportunities. This improved financial position will assist Licensees in providing end-user customers with access to innovative and advanced telecommunications services, and allow it to compete more effectively by expanding its geographic reach and product offerings. **Thus**, the ability of Licensees to meet their financial and operational commitments will be enhanced by this Merger and Licensees will not acquire as a result of the Merger any additional liabilities or other financial obstacles to implementing the authorized services.
- Grant of **this** Joint Application will further the public interest by increasing the availability of alternate telecommunications services in the States in which the Licensees **are** authorized to provide service. Their improved financial position will assist the Licensees in providing end-user customers with access to innovative and **advanced** telecommunications services, and allow it to compete more effectively by expanding its geographic reach and product offerings. The Licensees' end-user customers will enjoy long-term benefits such **as** high-quality **services** at reasonable rates and increased reliability of the supply of telecommunications services. Moreover, the public also will benefit because the continued presence of the Licensees in **these** markets will increase the incentives for other telecommunications providers to operate more efficiently, offer more innovative services, reduce their prices, and improve their quality of service. The proposed transaction will directly benefit customers by enhancing the future provision of innovative, **high** quality telecommunications services to the public and thereby promoting competition in the telecommunications market.

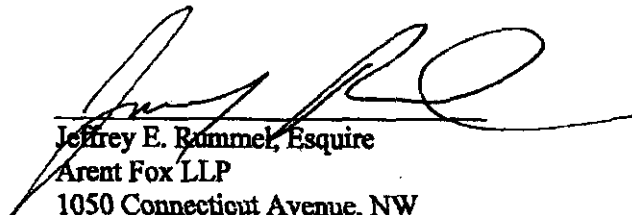
II. REQUEST FOR EXPEDITED PROCESSING

The Applicants respectfully request that this Joint Application be processed expeditiously in order to permit them **to** complete the transaction by June 30,2007, the **current** anticipated closing date for **this** transaction. **This** filing is one of a number of applications/notifications to be submitted **to** the Commission **and** various **state** regulatory **bodies** with *respect* to the **Merger**. Accordingly, it is critical that the Applicants obtain expedited processing of **this** Application to permit a timely completion and coordination of **all** aspects of this Merger by the currently anticipated date of June 30,2007.

III. CONCLUSION

WHEREFORE, for the foregoing reasons, the Applicants jointly request that the Commission grant this Joint Application and issue an Order approving the transfer of ultimate control of Sunesys and Sunesys VA as described above.

Respectfully submitted,



Jeffrey E. Rummel, Esquire
Arent Fox LLP
1050 Connecticut Avenue, NW
Washington, DC 20036
Phone: (202) 715-8479
Fax: (202) 857-6395
rummelj@arentfox.com

Attorneys for Sunesys, Sunesys VA and IFS



Phil Marchesiello, Esq.
Akin Gump Strauss Hauer & Feld LLP
1333 New Hampshire Avenue, NW
Washington, DC 20009
Phone: (202) 887-4348
Fax: (202) 955-7611
pmarchesiello@kingump.com

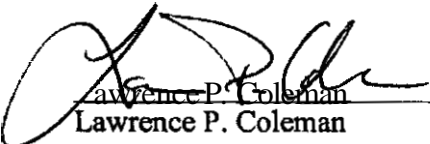
Attorneys for Quanta

Dated May 2, 2007

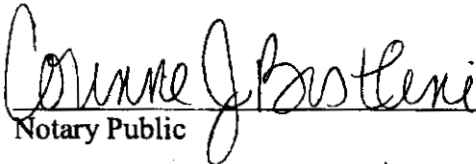
FCC

VERIFICATION

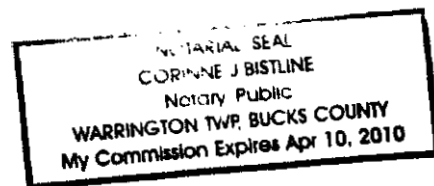
I, Lawrence P. Coleman, hereby state that I am the President of Sunesys, LLC, and I **am** authorized to make **this** verification on its behalf; that I have read the foregoing Joint Application and know the contents thereof; and that the same are true of my own knowledge, except **as** to the matters which are therein stated on information and belief, and **as** to those **matters**, I believe them to be true. I declare under penalty of perjury that the foregoing is true and correct.


Lawrence P. Coleman
Lawrence P. Coleman

Subscribed and sworn to before me this 17th day of April, 2007.


Notary Public

My Commission expires: April 10, 2010



FCC

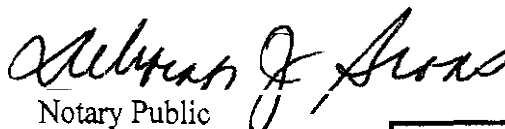
VERIFICATION

I, Terence R. Montgomery, hereby ~~state that~~ I ~~am~~ the Senior Vice President and Chief Financial Officer of InfraSource Services, Inc., and I ~~am~~ authorized to make ~~this~~ verification on ~~its~~ behalf; that I have read the foregoing Joint Application ~~and~~ know the contents thereof; ~~and~~ that the same are true of my ~~own~~ knowledge, except ~~as~~ to the matters which are therein ~~stated~~ on information and belief, and ~~as~~ to those ~~matters~~, I believe them to be true. I declare under penalty of perjury that the foregoing is true and correct.

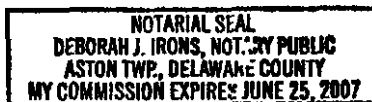


InfraSource Services, Inc.

Subscribed and sworn to before me this 17th day of April, 2007.



Notary Public




My Commission expires: _____

FCC

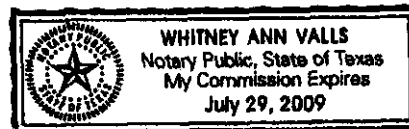
VERIFICATION

I, Tana Pool, hereby **state** that I **am** the Vice President and General Counsel of Quanta Services, Inc., and I **am** authorized **to** make **this** verification on its behalf; that I have **read** the foregoing Joint Application and know the contents thereof; and that the **same** are true of **my own** knowledge, except as **to** the matters which **are** therein stated on information and belief, and **as** to those matters, I believe them to be true. I declare under **penalty** of **perjury** that the foregoing is true and correct.


Quanta Services, Inc.

Subscribed and sworn **to** before me this 17th day of April, 2007.


Notary Public

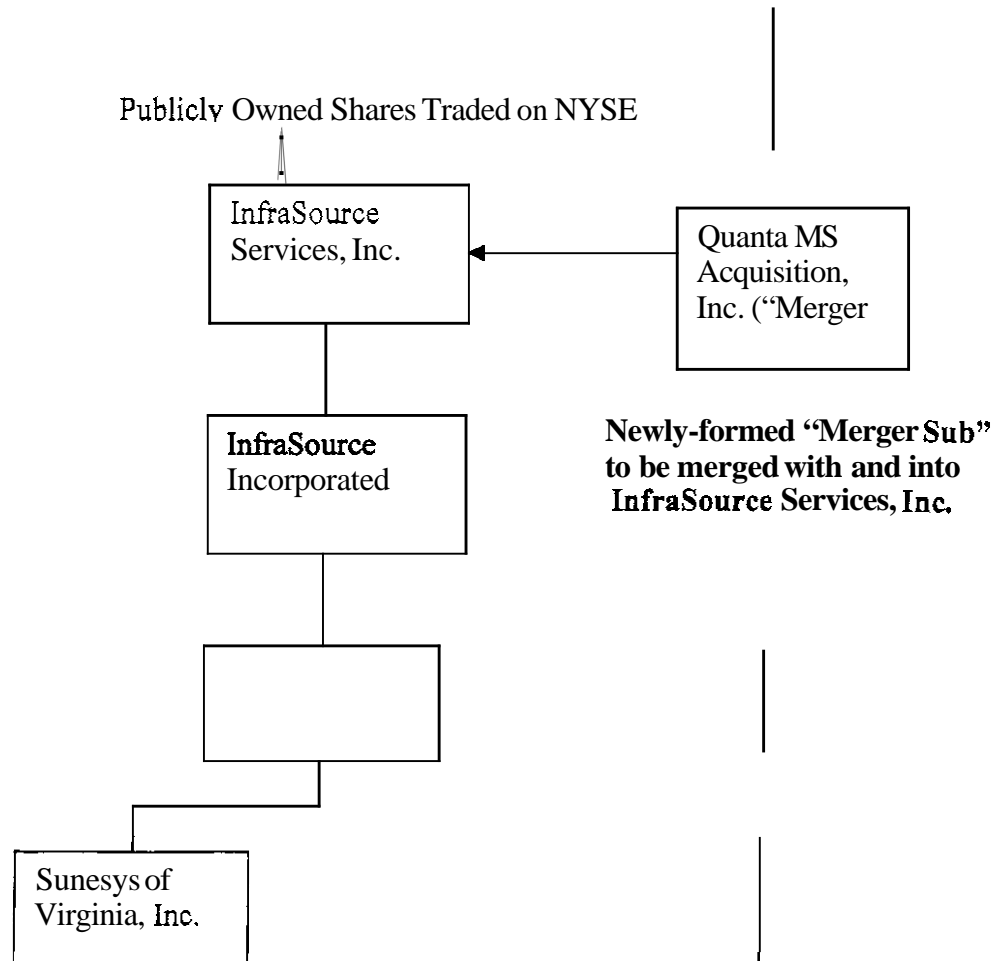


My Commission expires: July 29, 2009

Exhibit 1

**Organizational Charts Reflecting the Corporate Ownership Structure Relevant to Sunesys,
LLC Before and After Closing of the Transaction**

BEFORE



AFTER

